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9 Special Regulatory Counsel for Pacific Gas and
Electric Company, Debtor and Debtor in Possession
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11
12 **UNITED STATES BANKRUPTCY COURT**
13 **NORTHERN DISTRICT OF CALIFORNIA**
14 **SAN FRANCISCO DIVISION**

15 In re) Case No. 01-30923-DM
16)
PACIFIC GAS AND ELECTRIC COMPANY,) Chapter 11 Case
17 a California corporation,)
18 Debtor.) [No Hearing Scheduled]
19 Federal I.D. No. 94-0742640)
20

21 **SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S**
22 **FIRST INTERIM FEE APPLICATION FOR ALLOWANCE AND**
23 **PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT**
24 **OF EXPENSES FOR THE PERIOD APRIL 6, 2001 THROUGH JULY 31, 2001**

25 Name of Applicant: Skadden, Arps, Slate, Meagher & Flom LLP and Affiliated
26 Law Practice Entities

27 Authorized to Provide
28 Professional Services to: Pacific Gas and Electric Company, debtor and debtor in
possession

29 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 6, 2001 THROUGH JULY 31, 2001

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1 Date of Retention Order: July 24, 2001
2 Period for Which Compensation
and Reimbursement is Sought: April 6, 2001 through July 31, 2001
3 Amount of Compensation Sought as
4 Actual, Reasonable and Necessary: \$412,199.69
5 Amount of Expense Reimbursement
Sought as Actual, Reasonable and
6 Necessary: \$29,236.64
7 This is an: X Interim Final application
8 Prior Applications: None
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28 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 6, 2001 THROUGH JULY 31, 2001

**TIME SUMMARY TO SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR
ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD APRIL 6, 2001
THROUGH JULY 31, 2001**

<u>Name</u>	<u>Year of Admission</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>Partners</u>				
Jeffrey S. Christie	1979	\$580.00	29.20	\$16,936.00
Richard B. Levin	1976	\$550.00	1.90	\$1,045.00
John S. Moot	1988	\$450.00	210.20	\$94,590.00
<u>Total Partners</u>			241.30	\$112,571.00
<u>Counsel</u>				
Gerard A. Clark	1987	\$380.00	10.00	\$3,800.00
		\$390.00	7.00	\$2,730.00
Matthew W. Estes	1984	\$390.00	12.50	\$4,875.00
Frank C. Shaw	1989	\$390.00	9.20	\$3,588.00
<u>Total Counsel</u>			38.70	\$14,993.00
<u>Associates</u>				
Eric Adams	1996	\$320.00	60.20	\$19,264.00
Kathryn K. Baran	2000	\$235.00	373.13	\$87,685.55
Glen S. Bernstein	1992	\$380.00	77.10	\$29,298.00
Jamie L. Edmonson	1996	\$290.00	26.40	\$7,656.00
Mary M. Farren	1994	\$350.00	14.60	\$5,110.00
David E. Gohlke	1996	\$330.00	22.70	\$7,491.00
Faisel H. Khan	2000	\$235.00	25.10	\$5,898.50
Eve L. Runyon	1998	\$290.00	240.80	\$69,832.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD APRIL 6, 2001 THROUGH JULY 31, 2001

1	John L. Shepherd, Jr.	1999	\$260.00	0.80	\$208.00
2	Noel H. Symons	1993	\$365.00	3.70	\$1,350.50
3					
4	Total Associates			844.53	\$233,793.55
5					
6	<u>Paraprofessionals</u>				
7	Karen T. Abbott	N/A	\$150.00	7.30	\$1,095.00
8	Marci J. Bour	N/A	\$140.00	2.00	\$280.00
9	John W. Chaffin, Jr.	N/A	\$150.00	0.50	\$75.00
10	Molly A. Dennison	N/A	\$105.00	50.30	\$5,281.50
11			\$120.00	110.80	\$13,296.00
12	Marlowe Guy	N/A	\$65.00	1.60	104.00
13	Frederick J. Heinle	N/A	\$120.00	1.90	\$228.00
14	D.H. Hixon	N/A	\$75.00	0.70	\$52.50
15	Ceceile M. Patterson	N/A	\$140.00	2.40	\$336.00
16	Stephanie E. Paup	N/A	\$150.00	0.10	15.00
17	Carla M. Reames	N/A	\$150.00	1.20	\$180.00
18	Arjay G. Yao	N/A	\$120.00	5.10	\$612.00
19					
20	Total Paraprofessionals			183.90	\$21,555.00
21					
22	TOTAL			1,308.43	\$382,963.05
23					
24	BLENDDED HOURLY RATE				\$321.39

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD APRIL 6, 2001 THROUGH JULY 31, 2001

SUMMARY OF SERVICES RENDERED BY SKADDEN, ARPS,
SLATE, MEAGHER & FLOM LLP FOR THE PERIOD
APRIL 6, 2001 THROUGH JULY 31, 2001

MATTER #1 WEPEX

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATES</u>			
GLEN S. BERNSTEIN	\$380.00	0.30	\$114.00
MARY M. FARREN	\$350.00	<u>8.60</u>	<u>\$3,010.00</u>
TOTAL ASSOCIATES		8.90	\$3,124.00
MATTER TOTAL		<u>8.90</u>	<u>\$3,124.00</u>

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 6, 2001 THROUGH JULY 31, 2001

1 MATTER #2 TO Tariffs

2	<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
3				
4	<u>PARTNERS</u>			
5	JOHN S. MOOT	\$450.00	<u>55.90</u>	<u>\$25,155.00</u>
6				
7	TOTAL PARTNERS		55.90	\$25,155.00
8				
9	<u>COUNSEL</u>			
10	GERARD A. CLARK	\$380.00	<u>5.00</u>	<u>\$1,950.00</u>
11				
12	TOTAL COUNSEL		5.00	\$1,950.00
13				
14	<u>ASSOCIATES</u>			
15	KATHRYN K. BARAN	\$235.00	<u>82.23</u>	<u>\$19,324.05</u>
16				
17	TOTAL ASSOCIATES		82.23	\$19,324.05
18				
19	<u>LEGAL ASSISTANTS</u>			
20	LEGAL ASSISTANT @	\$65.00	1.60	\$104.00
21	LEGAL ASSISTANT @	\$120.00	22.10	\$2,652.00
22	LEGAL ASSISTANT @	\$140.00	2.40	\$336.00
23	LEGAL ASSISTANT @	\$150.00	<u>1.60</u>	<u>\$240.00</u>
24				
25	TOTAL LEGAL ASSISTANTS		27.70	\$3,332.00
26				
27	MATTER TOTAL		<u>170.83</u>	<u>49,761.05</u>

28 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 6, 2001 THROUGH JULY 31, 2001

1 **MATTER #7 Transmission Assets Divestiture**

2	<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
3				
4	<u>PARTNERS</u>			
5	JEFFREY S. CHRISTIE	\$580.00	29.20	\$16,936.00
6	RICHARD B. LEVIN	\$550.00	1.90	\$1,045.00
7	JOHN S. MOOT	\$450.00	<u>5.20</u>	<u>\$2,340.00</u>
8				
9		TOTAL PARTNERS	36.30	\$20,321.00
10				
11	<u>COUNSEL</u>			
12	GERARD A. CLARK	\$380.00	5.00	\$1,900.00
13	MATTHEW W. ESTES	\$390.00	10.00	\$3,900.00
14	FRANK C. SHAW	\$390.00	<u>9.20</u>	<u>\$3,588.00</u>
15		TOTAL COUNSEL	24.20	\$9,388.00
16				
17	<u>ASSOCIATES</u>			
18	ERIC ADAMS	\$320.00	60.20	\$19,264.00
19	KATHRYN K. BARAN	\$235.00	25.40	\$5,969.00
20	GLEN S. BERNSTEIN	\$380.00	35.00	\$13,300.00
21	JAMIE L. EDMONSON	\$290.00	26.40	\$7,656.00
22	DAVID E. GOHLKE	\$330.00	22.70	\$7,491.00
23	NOEL H. SYMONS	\$365.00	<u>3.70</u>	<u>\$1,350.50</u>
24				
25		<u>TOTAL ASSOCIATES</u>	173.40	\$55,030.50
26				
27				

28 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 6, 2001 THROUGH JULY 31, 2001

1 **LEGAL ASSISTANTS**

2 LEGAL ASSISTANT @ \$120.00 1.00 \$120.00

3 LEGAL ASSISTANT @ \$140.00 2.00 \$280.00

4 LEGAL ASSISTANT @ \$150.00 7.30 \$1,095.00

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6 TOTAL LEGAL ASSISTANT 10.30 \$1,495.00

7 MATTER TOTAL 244.20 \$86,234.50

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28 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 6, 2001 THROUGH JULY 31, 2001

1 MATTER #9 Transco

2	<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
3				
4	<u>PARTNERS</u>			
5	JOHN S. MOOT	\$450.00	<u>47.60</u>	<u>\$21,420.00</u>
6				
7	TOTAL PARTNER		47.60	\$21,420.00
8				
9	<u>COUNSEL</u>			
10	MATTHEW W. ESTES	\$390.00	<u>2.50</u>	<u>\$975.00</u>
11				
12	TOTAL COUNSEL		2.50	\$975.00
13	<u>ASSOCIATES</u>			
14	KATHRYN K. BARAN	\$235.00	32.90	\$7,731.50
15	GLEN S. BERNSTEIN	\$380.00	41.80	\$15,884.00
16	MARY M. FARREN	\$350.00	6.00	\$2,100.00
17	FAISEL H. KHAN	\$235.00	25.10	\$5,898.50
18	EVE L. RUNYON	\$290.00	<u>14.00</u>	<u>\$4,060.00</u>
19				
20	TOTAL ASSOCIATES		119.80	\$35,674.00
21				
22	<u>LEGAL ASSISTANTS</u>			
23	LEGAL ASSISTANT @	\$120.00	<u>3.50</u>	<u>\$420.00</u>
24				
25	TOTAL LEGAL ASSISTANTS		3.50	\$420.00
26	MATTER TOTAL		<u>173.40</u>	<u>\$58,489.00</u>

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28 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 6, 2001 THROUGH JULY 31, 2001

1 MATTER #10 WAPA Dispute

2	<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
3				
4	<u>PARTNERS</u>			
5	JOHN S. MOOT	\$450.00	<u>101.50</u>	<u>\$45,675.00</u>
6				
7	TOTAL PARTNER		101.50	\$45,675.00
8				
9	<u>ASSOCIATES</u>			
10	KATHRYN K. BARAN	\$235.00	232.60	\$54,661.00
11	EVE L. RUNYON	\$290.00	226.80	\$65,772.00
12	JOHN L. SHEPHERD, JR.	\$260.00	<u>0.80</u>	<u>\$208.00</u>
13				
14	TOTAL ASSOCIATES		460.20	\$120,641.00
15	<u>LEGAL ASSISTANTS</u>			
16	LEGAL ASSISTANT @	\$75.00	0.70	\$52.50
17	LEGAL ASSISTANT @	\$105.00	50.30	\$5,282.00
18	LEGAL ASSISTANT @	\$120.00	91.20	\$10,944.00
19	LEGAL ASSISTANT @	\$150.00	<u>0.20</u>	<u>\$30.00</u>
20				
21	TOTAL LEGAL ASSISTANTS		142.40	\$16,308.50
22	MATTER TOTAL		<u>704.10</u>	<u>\$182,624.50</u>

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28 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 6, 2001 THROUGH JULY 31, 2001

1 MATTER #11 Contract Termination

2	<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
3				
4	<u>COUNSEL</u>			
5	GERARD A. CLARK	\$390.00	<u>7.00</u>	<u>\$2,730.00</u>
6				
7	TOTAL COUNSEL		7.00	\$2,730.00
8	MATTER TOTAL		<u>7.00</u>	<u>\$2,730.00</u>
9				
10	<u>CLIENT TOTAL</u>		<u>1,308.43</u>	<u>\$382,963.05</u>

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28 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 6, 2001 THROUGH JULY 31, 2001

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DISBURSEMENTS¹

Computer Legal Research	\$7,488.04
Courier/Express/Postage ²	707.89
Telecommunications	409.18
Business Travel & Lodging	17,990.32
Business Meals	355.74
Filing/Court Fees	41.20
Court Reporting	75.52
Outside Research Services	<u>\$2,168.75</u>

CLIENT TOTAL: 29,236.64

¹ Skadden, Arps bills clients for reasonable charges and disbursements incurred in connection with an engagement. Clients are billed for external charges at the actual cost billed by vendors. The disbursements and charges reflected on this statement are only those that have been booked at the end of this billing period. Due to normal bookkeeping procedures, some charges and disbursements are not recorded until later periods. Skadden, Arps reserves the right to amend the amounts listed herein to include such previously unbilled disbursements.

² Express carriers (e.g., Federal Express) are used only when first class mail is impractical and the exigencies of time require this form of delivery. Couriers are used only when time is of the essence.

1 Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps") submits this
2 application under 11 U.S.C. § 330 and Fed. R. Bankr. P. 2016 for compensation for the services
3 that it performed as special regulatory counsel to Pacific Gas and Electric Company, debtor and
4 debtor in possession in this case ("PG&E" or the "Debtor"), from April 6, 2001 through July 31,
5 2001 (the "Application Period"), and for reimbursement of its charges and disbursements during
6 that period. Skadden, Arps submits this Application for (a) allowance of reasonable
7 compensation for professional services rendered by Skadden, Arps to the Debtor and (b)
8 reimbursement of actual and necessary charges and disbursements incurred by Skadden, Arps in
9 rendering professional services on behalf of the Debtor.

11 INTRODUCTION

12 PG&E is a utility providing gas and electric services to more than 4.5 million
13 customers in Central and Northern California, serving a population of approximately 13 million.
14 The Debtor employs over 19,000 people and has in excess of 30,000 trade creditors. On April 6,
15 2001 (the "Petition Date"), PG&E filed its Chapter 11 petition. PG&E continues to operate its
16 business in the ordinary course as a debtor in possession under Sections 1107(a) and 1008 of the
17 Bankruptcy Code.

19 A. Retention of Skadden, Arps

20 PG&E applied to retain Skadden, Arps to act as its special regulatory counsel in
21 this Chapter 11 case, in accordance with section 327(e) of the Bankruptcy Code (the "Retention
22 Application") to perform the following services:

- 23 (a) advise the Debtor with respect to the potential reorganization of its
24 transmission business;
- 25 (b) assist the Debtor in such potential reorganization and any related FERC
26 regulatory matters; and

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1 (c) represent the Debtor in other regulatory matters before the FERC primarily
2 related to the Debtor's role as a transmission owner and the rates it charges
3 to customers for transmission and ancillary services.

4 On July 24, 2001, the Court entered its Order approving PG&E's retention of
5 Skadden, Arps as special regulatory counsel in this case.

6 Skadden, Arps has assembled a highly qualified team of attorneys to service
7 PG&E. Jeffrey S. Christie, one of the two partners primarily responsible for this engagement has
8 worked with a wide range of energy facilities both internationally and in the United States,
9 including electric generating stations fueled by gas, oil, liquified natural gas, coal, wood and
10 alternative fuels (hydro, solar, biomass, municipal waste), electric transmission facilities, gas
11 pipelines and oil refining and petrochemical facilities. He has been actively involved in energy
12 projects in numerous countries in Europe, Asia and the Americas. In addition, Mr. Christie has
13 significant experience with project acquisitions and dispositions, in both the competitive bid and
14 sole-source contexts. Mr. Christie has been practicing project finance and energy project
15 development at Skadden, Arps since 1989.

16 John S. Moot, the other partner primarily responsible for this engagement,
17 represents clients in all aspects of electric utility regulation and deregulation, with particular
18 emphasis on mergers, acquisitions and divestitures; regional transmission organizations; retail
19 restructuring; stranded cost recovery; and transmission access and rates. Mr. Moot as acted as
20 lead trial or appellate counsel on such matters before the FERC, state PUCs, and federal and state
21 courts. Mr. Moot has also written several articles on electric utility mergers.

22
23 **B. Summary of Services**

24 The events encompassing the Debtor's bankruptcy case are set out in the
25 application of the Debtor's general bankruptcy counsel, Howard, Rice, Nemerovski, Canady,
26 Falk & Rabkin ("Howard Rice"). During the Application Period, Skadden, Arps has worked
27

28 **SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
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1 with PG&E in connection with Federal Energy Regulatory Commission ("FERC") matters
2 relating to PG&E's role as a provider of transmission and related services. Skadden, Arps also
3 was involved in numerous meetings and conference calls with PG&E and its advisors in
4 connection with the possible sale of the Debtor's transmission assets. Skadden, Arps also
5 represents PG&E before the FERC in connection with rate filings and terminations of certain
6 interconnection agreements. Finally, Skadden, Arps has advised Debtor with respect to the
7 elements of its Plan of Reorganization related to its transmission business and, specifically, those
8 aspects of that business that are subject to regulation by the FERC.

9 The foregoing is only a summary of some of the principal services that Skadden,
10 Arps provided during the Application Period. A more detailed description of Skadden, Arps'
11 services follows.

12
13 **C. This Application**

14 Part I includes all information required by the Local Bankruptcy Rules and the
15 Guide to Applications for Professional Compensation (the "Fee Guide"), promulgated by the
16 Office of the United States Trustee (the "OUST") and the Guidelines for Compensation and
17 Expense Reimbursement of Professionals and Trustees (the "Guidelines"), promulgated by the
18 Court, relating to fee applications and retainers. Part II contains more detailed summaries of
19 Skadden, Arps' services in each of the separate "activity codes" or categories identified herein.
20 Part III summarizes the firm's expenses.

21
22 **D. Compensation Requested**

23 Skadden, Arps' fees for its services rendered during the Application Period are
24 \$382,963.05. In addition, Skadden, Arps seeks reimbursement of \$29,236.64 in charges and
25 disbursements actually incurred during the Application Period, for a total of \$412,199.69. The
26 firm does not hold a prepetition retainer.

27
28 **SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
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1 Skadden, Arps requests that the Court (i) approve this Application in full and (ii)
2 authorize and direct the Debtor to pay Skadden, Arps all amounts requested in this Application.

3
4 I.

5 INFORMATION REQUIRED BY BANKRUPTCY

6 RULES AND GUIDELINES

7
8 A. Brief History and Present Posture of the Case and Significant Events During
9 Application Period

10 On April 6, 2001, PG&E filed its Chapter 11 petition. The significant events
11 occurring during the Application Period are set out in the Howard, Rice's fee application.

12 Skadden, Arps has worked with PG&E in connection with Federal Energy
13 Regulatory Commission ("FERC") matters relating to transmission owner ("TO") tariffs.
14 Skadden, Arps also was involved in numerous meetings and conference calls with PG&E and its
15 advisors in connection with the possible sale of the Debtor's transmission assets. Skadden, Arps
16 also represents PG&E before the FERC in connection with rate filings and terminations of
17 certain interconnection agreements. Skadden, Arps also has advised Debtor with respect to the
18 elements of its Plan of Reorganization related to its transmission business and, specifically, those
19 aspects of that business that are subject to regulation by the FERC.

20 Part II below contains a detailed narrative of significant events in the case.
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1 **B. Listing of Amount of Fees and Expenses Previously Requested, Approved and**
2 **Received**

3 1. The Court's Order Approving Skadden's Retention.

4 This Court granted PG&E's application for authorization to retain Skadden, Arps
5 as its general bankruptcy counsel on July 24, 2001. The firm's services began on the Petition
6 Date – April 6, 2001.

7 2. The Request for Compensation for the First Interim Period.

8 By this Application, Skadden seeks approval of compensation and reimbursement
9 of expenses in the total amount of \$412,199.69, which consists of \$382,963.05 in fees and
10 \$29,236.64 in costs and disbursements for the period April 6, 2001 through July 31, 2001.
11

12 **C. Major Activity Codes Used**

13 Skadden, Arps has allocated its services in this case to six numbered major
14 activity codes as follows: (1) WEPEX; (2) TO Tariffs; (7) Transmission Assets Divestiture; (9)
15 Transco; (10) WAPA Dispute; and (11) Contract Termination.

16 The services performed in each category are summarized in Part II below.
17 Included with each category's summary is a table showing the total hours, fees, and expenses
18 relating to that category.
19

20 **D. Time Records**

21 Skadden, Arps has filed separately the detailed time records in support of this
22 Application. Skadden, Arps' time records consist of chronological time records, organized
23 according to these six categories. Under each category, professional services are arranged by
24 attorney, with a description of each individual professional's services on a particular date, the
25 time devoted to those services, and monthly summaries.
26
27

Skadden, Arps delivered the text of this Application to PG&E's management before the filing. PG&E has previously received and reviewed monthly invoices for the period covered by this Application and did not object to the amounts set forth in those invoices. Skadden, Arps will file and serve PG&E's Declaration as soon as it is available.³

**NARRATIVE STATEMENT OF SERVICES RENDERED
AND TIME EXPENDED FOR EACH CATEGORY**

Services rendered by Skadden, Arps in this matter include small or miscellaneous tasks related to PG&E's California restructuring in 1996. Skadden, Arps represented the Debtor in the restructuring and continues to provide services related to that project.

Expenses: \$66.07

This category includes services provided to PG&E in connection with representing the company in FERC matters regarding TO tariffs. Specifically, Skadden, Arps has served as special regulatory counsel in connection with litigation pending before the FERC concerning the recovery of its based transmission rates, Grid Management Charges ("GMC"), Scheduling Coordinator Services ("SCS") costs, and Reliability Services ("RS") costs. During

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1 the Application Period, Skadden, Arps was involved in numerous conference calls regarding
2 these matters, drafted several memos regarding them, drafted two briefs appealing an ALJ's
3 opinion in an RS matter, and prepared a motion to extend the procedural schedule in connection
4 with the GMC matter.

5 **Totals.** Total time, fees, and expenses for this category are as follows:

6 Time: 170.83 hours.

7 Fees: \$49,761.05

8 Expenses: \$3,358.17
9

10 **C. Transmission Assets Divestiture (Matter No. 7)**

11 Services provided by Skadden, Arps in this matter include those services provided
12 in connection with the Debtor's possible sale of its transmission assets. Skadden, Arps was
13 involved in numerous conference calls regarding the possible sale of these assets. In addition,
14 during the Application Period, Skadden, Arps reviewed numerous contracts in connection with
15 the Debtor's transmission service contract transfer provisions and prepared summaries of those
16 contracts. Skadden, Arps was also involved in the preparation of interconnection agreements for
17 the Debtor.⁴

18 **Totals.** Total time, fees, and expenses for this category are as follows:

19 Time: 244.20 hours.

20 Fees: \$86,234.50

21 Expenses: \$16,299.45
22
23

24 ⁴ Time in this matter inadvertently includes services provided to PG&E in connection with
25 the firm's representation of PG&E in this bankruptcy case, including preparation of
26 Skadden, Arps' application to be employed in this case, as well as advising PG&E with
27 respect to impact of bankruptcy filing on contract assignment and sale of the transmission
assets. Time relating to the Skadden, Arps' services in connection with the bankruptcy
should have been billed, and will be billed on a going forward basis, to Matter 9.

1 **D. Transco (Matter 9)**

2 Skadden, Arps provides services to the Debtor regarding those portions of its Plan
3 of Reorganization (the "Plan") that require regulatory approvals related to the transmission
4 business. During the Application Period, Skadden, Arps was involved in numerous telephone
5 conferences with the Debtor and its advisors in connection with the Plan, as well as assisting the
6 Debtor and its general bankruptcy counsel with the Plan provisions related to the transmission
7 business.

8 **Totals.** Total time, fees, and expenses for this category are as follows:

9 Time: 173.40 hours.

10 Fees: \$58,489.00

11 Expenses: \$584.49

12
13 **E. WAPA Dispute (Matter 10)**

14 A substantial portion of Skadden, Arps' time in during the Application Period was
15 spent in this matter category. Services provided to the Debtor in this matter relate to Debtor's
16 rate filing before the FERC, in which the Debtor sought to revise and recover energy, scheduling,
17 and transmission related rates between PG&E and the Western Area Power Administration
18 ("WAPA") and, as a result, to revise the transmission-related rates for Delta and Cities Contracts.
19 During the Application Period, Skadden, Arps has served as lead trial counsel for Debtor in all
20 aspects of the matter, including assisting in discovery, preparing pre-trial motions, research and
21 case preparation, preparation of affidavits and testimony, the conducting of depositions, the
22 preparation of a motion for summary judgment in this case, as well as a reply to oppositions
23 received, the presenting of oral argument, the preparation of proposed findings of fact and
24 conclusions of law, and the submission of other post-hearing papers.

25 **Totals.** Total time, fees, and expenses for this category are as follows:

26 Time: 704.10 hours.

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1 Fees: \$182,624.50

2 Expenses: \$9,444.89

3
4 **F. Contract Termination (Matter 11)**

5 Time in this matter relates to services provided in connection with proceedings
6 before the FERC necessary for PG&E to obtain approval to termination Interconnection
7 Agreements with Northern California Power Agency and Silicon Valley Power, formerly City of
8 Santa Clara, California.

9 **Totals.** Total time, fees, and expenses for this category are as follows:

10 Time: 7.00 hours.

11 Fees: \$2,730.00

12 Expenses: \$68.06

13
14 **III.**

15 **EXPENSES**

16 Skadden, Arps generally charges its clients \$0.15/page for copying and no charge
17 for incoming facsimiles. For outgoing facsimiles, Skadden, Arps charges its clients
18 \$0.80/minute, a charge derived from an internal cost analysis which approximates \$0.20-
19 0.30/page, plus the cost of the telephone call. The firm bills its clients telephone and postage
20 charges incurred on their behalf at cost. Skadden, Arps' copying, facsimile, and telephone
21 systems automatically allocate charges to the specific clients for whom they are incurred.
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1 WHEREFORE, Skadden, Arps respectfully requests that this Court enter its
2 Order: (i) approving this Application in full; (ii) approving Skadden, Arps' postpetition fees and
3 expenses in the amount of \$382,963.05 and \$29,236.64, respectively, for a total of \$412,199.69;
4 (iii) authorizing and directing PG&E to pay Skadden, Arps the full amount of its allowed
5 postpetition fees and expenses, less the amount of Skadden, Arps' net Retainer; and (v) granting
6 Skadden, Arps such other relief as is just and appropriate.

7
8 Dated: September 14, 2001

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

9
10
11 By: Richard Levin by file
12 Richard Levin and Jamie L. Edmonson
13 Special Regulatory Counsel to Debtor and Debtor in
14 Possession
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28 **SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
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DECLARATION OF JOHN S. MOOT

I, John S. Moot, hereby declare:

1. I am a member in the Washington, D.C. office of Skadden, Arps, Slate, Meagher & Flom LLP, special regulatory counsel to Pacific Gas and Electric Company ("PG&E"). I am one of the partners at Skadden, Arps with responsibility for the firm's representation as special regulatory counsel to PG&E in its chapter 11 case. I submit this Declaration in support of the firm's First Fee Application, dated September 14, 2001. I have personal knowledge of the facts set forth below and if called as a witness could and would testify competently with respect thereto.

2. The Fee Application has been prepared at my direction and I am familiar with its contents. Instead of restating in this Declaration each fact and representation in the Application, I confirm that, to the best of my knowledge and belief, they are all true and correct.

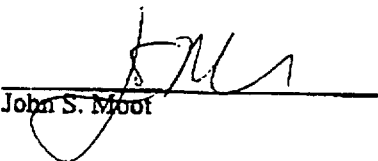
3. Skadden, Arps delivered the text of this Application to PG&E's management before the filing. Skadden, Arps will file and serve PG&E's Declaration approving the Fee Application as soon as it is available.

4. Submitted simultaneously with this Application are Skadden, Arps' detailed time records, for which Skadden, Arps seeks compensation and reimbursement. They are based on contemporaneously maintained diaries and records. The services and expenses described therein were actually performed and incurred, and I believe that they were necessary in connection with the duties that PG&E asked the firm to perform.

5. To the best of my knowledge, the Application complies with the Bankruptcy Rules and the Fee Guide promulgated by the Office of the United States Trustee in all material respects.

1 I declare under penalty of perjury under the law of the United States of America
2 that the foregoing is true and correct.

3 Executed on September 17, 2001, in Washington D.C.

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6 John S. Moot

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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE APPLICATION FOR ALLOWANCE
AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 6, 2001 THROUGH JULY 31, 2001

243068 04-Los Angeles SIA

1 **PROOF OF SERVICE**

2 **STATE OF CALIFORNIA, COUNTY OF LOS ANGELES**

3 I am employed in the county of Los Angeles, State of California. I am over the age of 18
4 and not a party to the within action; my business address is 300 South Grand Avenue, Suite
3400, Los Angeles, California 90071.

5 On September 17, 2001, I served the foregoing document described as:

6 **SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP'S FIRST INTERIM FEE**
7 **APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION**
8 **AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD APRIL 6, 2001**
9 **THROUGH JULY 31, 2001**

on the interested parties in this action by placing a true copy thereon enclosed in sealed
envelopes addressed as follows:

10 **SEE ATTACHED SPECIAL NOTICE LIST**

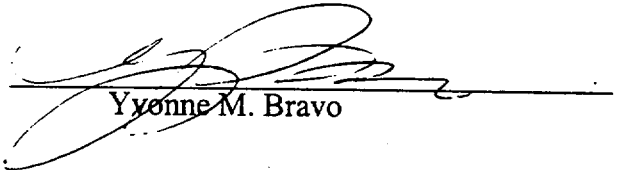
11 ☒ (BY MAIL) I am readily familiar with the firm's practice for the collection and
12 processing of correspondence for mailing with the United States Postal Service and the
13 fact that the correspondence would be deposited with the United States Postal Service
14 that same day in the ordinary course of business; on this date, the above-referenced
correspondence was placed for deposit at Los Angeles, California and placed for
collection and mailing following ordinary business practices.

15 ☐ (BY PERSONAL SERVICE) ☐ By personally delivering copies to the
16 person served. (STATE/FEDERAL)
17 ☐ I delivered such envelope by hand to the
18 offices of the addressee pursuant to
CCP § 1011. (STATE/FEDERAL)
19 ☐ I caused to be delivered such envelope by
hand to the offices of the addressee pursuant
20 to CCP § 1011. (STATE/FEDERAL)

21 ☒ (FEDERAL) I declare that I am employed in the office of a member of the bar of this
Court at whose direction the service was made.

22 ☒ (STATE/FEDERAL) I declare under penalty of perjury under the laws of the State of
23 California that the above is true and correct.

24 Executed on September 17, 2001 at Los Angeles, California.

25
26 
27 Yvonne M. Bravo
28

SPECIAL NOTICE LIST

As of August 21, 2001

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San Francisco, California 94105
[Counsel for CSAA]

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[Counsel for Phil Franey, Treasurer/Tax Collector for Kern
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1850 Gateway Boulevard
Concord, CA 94520

Bank of America
Attn: Clara Strand
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Mail Code CA9-706-11-21
Los Angeles, CA 90071

Bank One
Corporate Trust Administration
Attn: Janice Ott Rotunno
Mail Code IL1-0126
1 Bank One Plaza
Chicago, IL 60670-0126

Bank One, NA
Attn: Robert G. Bussa, Jane Bek
Energy & Utilities
Mail Code IL 1-0363
Bank One Plaza
Chicago, IL 60670

Bankers Trust Co. of California, NA
Structured Finance Group
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4 Albany St., 10th Floor
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Bankers Trust Co.
Trustee Corp. Trust
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[Counsel for Sempra and Southern California Gas
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[Counsel for Mid-Set Cogen. , Coalinga Cogen. Co., Salinas
River Cogen Co., and Sargent Canyon Cogen. Co.]

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California Independent System Op.
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California Power Exchange
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California Power Exchange
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